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March 4, 2004

VIA UPS

Mr David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

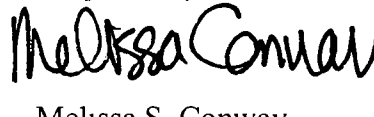
04-00082

Re Application for Approval of the Merger of NewSouth Holdings, Inc and NuVox, Inc.

Dear Mr Waddell:

Enclosed please find an original and thirteen (13) copies of the above-captioned Application for filing with the Tennessee Regulatory Authority. Also enclosed is a duplicate copy of this filing, and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should you have any questions concerning this matter, please contact the undersigned at (202) 955-9667.

Respectfully submitted,



Melissa S Conway

Enclosures

Application for Approval of the)
 Merger of NewSouth Holdings, Inc.)
 and NuVox, Inc)

NewSouth Holdings, Inc., a Delaware corporation, and NuVox, Inc., a Delaware corporation (together, the “Applicants”), by their attorneys and pursuant to Section 65-4-113 of the Tennessee Code Annotated, hereby respectfully request approval from the Tennessee Regulatory Authority (“TRA”), to the extent necessary, for a proposed merger of equals transaction more fully described below that will affect their respective subsidiaries, NewSouth Communications Corp.¹ and NuVox Communications, Inc.², which currently are certificated to provide facilities-based telecommunications services in the State of Tennessee and elsewhere

¹ The TRA granted NewSouth Communications Corp authority to provide local and long distance telecommunications services in Docket No 98-00325 on November 24, 1998.

DC01/CONWM/213410 3

No single shareholder or group of affiliated shareholders of either company has the power on its own to elect a majority of its respective Board of Directors or to otherwise control or dominate its affairs. Following consummation of the proposed merger, three shareholder groups – NHSI Ventures LLC, Wachovia Capital Partners 2003, LLC and its affiliates, and M/C Ventures Partners V, L.P. and its affiliates – will each hold 10% or more of the voting and equity interests in the combined company. No shareholder group will own 20% or more of its voting and equity interests. Because NewSouth Holdings, Inc. and NuVox, Inc. have certain overlapping shareholders, the present shareholders of NewSouth Holdings, Inc., as a group, and the present shareholders of NuVox, Inc., as a group, will each continue to hold a majority of the outstanding voting securities of NuVox, Inc., the ultimate parent of each of the certificated entities following consummation of the proposed merger. Accordingly, the proposed merger will not constitute a 50% transfer of control of either party. Nevertheless, out of an abundance of caution, the Applicants are presenting this transaction to the TRA for its consideration and approval should such approval be deemed appropriate.

The proposed merger also will not result in any transfer of the direct ownership of the stock of either of the certificated entities, NewSouth Communications Corp. or NuVox Communications, Inc. Following consummation of the proposed merger, each certificated entity will continue to provide facilities-based telecommunications services to its respective customers under its existing name without any change in the respective rates, terms and conditions of its services. Accordingly, the proposed transaction will be transparent to customers in Tennessee. The only change resulting from the proposed merger will be that the ultimate ownership and control of NewSouth Communications Corp. will be transferred to NuVox, Inc., which will be

jointly owned and controlled by the current shareholders of NuVox, Inc. and NewSouth Holdings, Inc.

In support of this Application, the Applicants provide the following information:

I. THE APPLICANTS

NewSouth Holdings, Inc. NewSouth Holdings, Inc., a privately held Delaware corporation, and its direct, wholly owned operating subsidiary, NewSouth Communications Corp., also a Delaware corporation, are headquartered at Two North Main Street, Greenville, SC 29601. NewSouth Communications Corp. is a non-dominant, rapidly growing facilities-based integrated communications provider of voice and data telecommunications services to more than 17,000 business customers with more than 208,000 on-net access lines in service. Its October 2003 annualized revenues totaled approximately \$150 million.

NewSouth Communications Corp. primarily markets its services to small and medium-sized business customers in the southeast United States where it generally has both local and interexchange authority. In Tennessee, NewSouth Communications Corp. has approximately 1,680 customers with approximately 20,600 access lines in service. NewSouth Communications Corp. is authorized to provide intrastate interexchange services in 13 states and is authorized to provide local exchange services in 9 of these 13 states, including Tennessee. Where NewSouth Communications Corp. has only interexchange authority, its services are used by persons placing calls using its travel cards or are branch locations of its customers based in other states where it is authorized to provide local exchange services. NewSouth Communications Corp. also is authorized by the FCC to provide domestic interstate and international telecommunications services

NuVox, Inc. NuVox, Inc and its operating subsidiaries, including NuVox Communications, Inc., are located at 16090 Swingley Ridge Road, Suite 500, Chesterfield, MO 63017. NuVox, Inc is a rapidly growing facilities-based integrated communications provider of voice and data telecommunications services to more than 17,000 small and medium-sized business customers with more than 265,000 on-net access lines in service. Its October 2003 annualized revenues totaled \$150.1 million.

Through its various operating subsidiaries, including NuVox Communications, Inc., NuVox, Inc. markets its services in 13 contiguous Midwestern and Southeastern states. In Tennessee, NuVox Communications, Inc. has approximately 750 customers with approximately 11,400 on-net access lines in service. Through its operating subsidiaries, NuVox, Inc. is authorized to provide intrastate interexchange services in 23 states, and is authorized to provide local exchange services in 14 of those states, including Tennessee. Where the NuVox, Inc. subsidiaries have only interexchange authority, their services are used by persons placing calls using NuVox, Inc. calling cards or are branch locations of NuVox, Inc. customers based in other states where NuVox, Inc. is authorized to provide local exchange services. NuVox, Inc. and NuVox Communications, Inc. are also authorized by the FCC to provide domestic interstate and international telecommunications services.

NS Transition Corp., the entity that NewSouth Holdings will be merged into in the proposed merger, is a direct, wholly owned subsidiary of NuVox, Inc. An organizational chart reflecting the corporate structure of the Applicants, both before and after the transaction, is attached hereto as *Exhibit A*.

II. DESIGNATED CONTACTS

The designated contact for questions regarding this Application is

Melissa S. Conway
KELLEY DRYE & WARREN LLP
1200 Nineteenth Street, N.W.
Suite 500
Washington, D.C. 20036
Tel. (202) 955-9667
Fax (202) 955-9792

Counsel to Applicants

Copies of correspondence related to this Application also should be sent to:

Jake E Jennings
Senior Vice President, Regulatory Affairs and Carrier Relations
NEWSOUTH HOLDINGS, INC.
2 North Main Street
Greenville, SC 29601
Tel. (864) 672-5877
Fax (864) 672-5313

Hamilton E. Russell, III
Vice President – Southeast Legal and Regulatory Affairs
NUVOX COMMUNICATIONS, INC.
301 North Main Street, Suite 5000
Greenville, SC 29601
Tel (864) 331-7323
Fax (864) 331-1236

III. DESCRIPTION OF THE TRANSACTION

In accordance with the Agreement and Plan of Merger by and among NuVox, Inc., NewSouth Holdings, Inc and NS Transition Corp.³ dated as of February 24, 2004, the Applicants intend to consummate a merger of equals transaction whereby ultimate ownership

³ NS Transition Corp. is a newly formed shell subsidiary of NuVox, Inc. created specifically for the proposed merger. Upon completion of the proposed merger, it will cease to exist and is therefore irrelevant to the Commission's consideration of this matter

and control of NewSouth Communications Corp. is transferred to NuVox, Inc , which will then be equally owned by the existing shareholders of NuVox, Inc. and NewSouth Holdings, Inc. Specifically, Acquisition Subsidiary, Inc , a newly formed, wholly owned shell subsidiary of NuVox, Inc., will be merged with and into NewSouth Holdings, Inc , with NewSouth Holdings, Inc surviving and becoming a direct, wholly owned subsidiary of NuVox, Inc. As a result, by virtue of the proposed merger, NewSouth Communications Corp will become an indirect, wholly owned subsidiary of NuVox, Inc. At the same time, as consideration for the merger, each NewSouth Holdings, Inc. shareholder will receive shares of NuVox, Inc. voting common stock at a specified exchange ratio that will provide them with approximately 50% of the equity and voting interests in NuVox, Inc. The existing NuVox, Inc. shareholders will retain their shares and will hold the remaining 50%.

Although NewSouth Holdings, Inc and NewSouth Communications Corp. will be ultimately owned by a new corporate entity subsequent to the merger, NuVox, Inc , equally owned by the existing shareholders of NuVox, Inc and NewSouth Holdings, Inc , it is important to note that no single shareholder or group of affiliated shareholders will be in control of the combined company. Upon consummation of the proposed merger, three shareholder groups – NHSI Ventures LLC, Wachovia Capital Partners 2003, LLC and its affiliates, and M/C Ventures Partners V, L.P. and its affiliates – will each hold 10% or more of the voting and equity interests in the combined company. Further, because there currently are certain overlapping shareholders of both companies, slightly over 50% of the equity and voting interests of the combined company will be held by the existing shareholders of NewSouth Holdings, Inc. and slightly over 50% of the outstanding equity and voting interests of the combined company will be held by the existing shareholders of NuVox, Inc. In other words, current shareholders of NewSouth

Holdings, Inc. (including shareholders who are also holders of the currently outstanding voting and equity interests of NuVox, Inc.) hold at this time, and will continue to hold, over 50% of the voting and equity interests of the ultimate parent of NewSouth Communications Corp., although the identity of that ultimate parent will change. Similarly, the current shareholders of NuVox, Inc. (including shareholders who are also holders of the currently outstanding voting and equity interests of NewSouth Holdings, Inc) hold at this time, and will continue to hold, over 50% of the voting and equity interests of NuVox, Inc., which will be the ultimate parent of both NuVox Communications, Inc. and NewSouth Communications Corp. Thus, the proposed merger does not result in a transfer of control of either public utility

Pursuant to the Agreement and Plan of Merger, the parties have agreed that the initial Board of Directors of NuVox, Inc will consist of 13 members: 4 will be designated by current NuVox, Inc. shareholders, 4 will be designated by current NewSouth Holdings, Inc. shareholders and the remaining seats will be filled by the existing Chairman and Chief Executive Officer of NuVox, Inc., the existing President and Chief Executive Officer of NewSouth Holdings, Inc. and 3 independent Directors (with 1 designated by NuVox, Inc shareholders, 1 designated by NewSouth Holdings, Inc shareholders and 1 selected by the Board of Directors) In subsequent elections, directors will be designated as provided above and pursuant to a Stockholders Agreement and elected by vote of the holders of the outstanding voting securities of NuVox, Inc. pursuant to a voting agreement set forth in such Stockholders Agreement.

IV. PUBLIC INTEREST ANALYSIS

As noted above, the Applicants do not believe that this transaction involves an actual transfer of control Nonetheless, even if the TRA determines that its approval is required, it is

clear that the proposed transaction serves the public interest. The NuVox, Inc. and NewSouth Holdings, Inc. companies share a common facilities-based serving strategy, customer focus and market footprint. The combination of these two leading regional competitive telecommunications providers will create a combined company with double the scope and size of each of the existing companies and will enable the combined company to compete more effectively in the highly competitive market for telecommunications services in the State of Tennessee and elsewhere. The combined company will benefit from increased economies of scale that will permit it to operate more efficiently and thus realize substantial financial synergies that will enable the combined company to significantly increase its operating income and free cash flow.

On a pro forma basis, the combined company would have only a modest amount of net debt and projected 2004 revenues of approximately \$300 million. The combined company would have more than 1,500 employees, operations in more than 40 markets in 16 states, more than 500,000 access lines in service, 28 installed voice switches and more than 250 collocation sites in operation. The combined company's concentrated diverse market presences and the strength of its combined balance sheet will position it for further growth. Given the difficulties with which the competitive telecommunications industry is now struggling, the creation of a larger, financially stronger telecommunications competitor would benefit consumers in Tennessee and elsewhere.

With the increased financial capability and combined resources resulting from the proposed merger, the combined company would be able to continue to provide state-of-the-art integrated broadband products and services to consumers and to effectively respond to the challenging competitive telecommunications environment in the State of Tennessee and

elsewhere. As the Commission is aware, competition from viable and substantial competitors benefits consumers by making available a greater number of product and service options as well as lower prices. The transaction described herein will result in just such a viable and substantial competitor and thereby will serve the public interest.

Additionally, the proposed merger does not present any anti-competitive issues. Both NewSouth Communications Corp. and NuVox Communications, Inc. are non-dominant carriers and compete in the State of Tennessee with BellSouth and other larger entities, including AT&T, Sprint, MCI, XO Communications, Time Warner, ITC^DeltaCom and US LEC, for both local and long distance telecommunications services. As noted above, competition in Tennessee will be enhanced and not diminished by the proposed merger of these two financially strong competitive providers, and Tennessee consumers will continue to have numerous choices for their telecommunications providers.

Finally, as discussed above, upon completion of the proposed merger, the identity of the certificated entities offering telecommunications service in the State of Tennessee will not change. NewSouth Communications Corp. and NuVox Communications, Inc. will continue to offer high quality telecommunications services in the State of Tennessee with enhanced financial, managerial and technical support. As noted above, NuVox, Inc., through its subsidiaries, is qualified and authorized to provide telecommunications services in 23 states, including Tennessee. NewSouth Communications Corp. will benefit from a blended management team that includes the experienced professionals of both NewSouth Holdings, Inc. and NuVox, Inc. Most importantly for Tennessee consumers, the proposed merger will not cause any change in their rates, terms and conditions of service and any future changes would, of course, be made in accordance with applicable TRA requirements. In this respect, the proposed

merger will be transparent to the customer of both companies in Tennessee, and will not have any adverse impact on them.

WHEREFORE, the Applicants hereby respectfully request that the TRA approve the merger of the Applicants, to the extent required, and the related transfer of the ultimate ownership and control of NewSouth Communications Corp to NuVox, Inc, which will be equally owned by the existing shareholders of NuVox, Inc. and NewSouth Holdings, Inc., to the extent required.

Respectfully submitted,

NUVOX, INC AND NEWSOUTH HOLDINGS, INC

By: 

Brad E. Mutschelknaus

Melissa S. Conway

KELLEY DRYE & WARREN LLP

1200 Nineteenth Street, N.W.

Suite 500

Washington, D C 20036

(202) 955-9600

Their attorneys

Dated: March 4, 2004

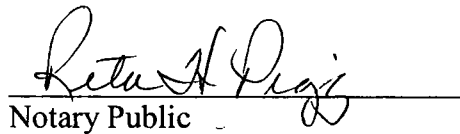
VERIFICATION

I, Hamilton E. Russell, III, am Vice President Legal and Regulatory Affairs of NuVox, Inc. and am authorized to represent it and its subsidiaries, and to make this verification on their behalf. The statements in the foregoing document relating to this company and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Subscribed and sworn to before me this 24th day of February 2004.

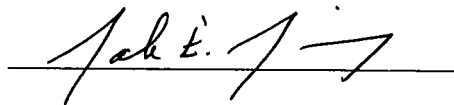

Notary Public

My Commission expires: 3-23-2010

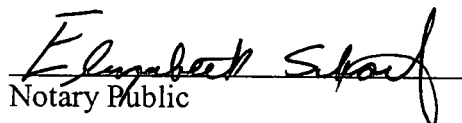
VERIFICATION

I, Jake E. Jennings, am Senior Vice President – Regulatory Affairs of NewSouth Communications Corp. and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to this company and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct

A handwritten signature in cursive script, appearing to read "Jake E. Jennings", is written over a horizontal line.

Subscribed and sworn to before me this 24th day of February 2004.

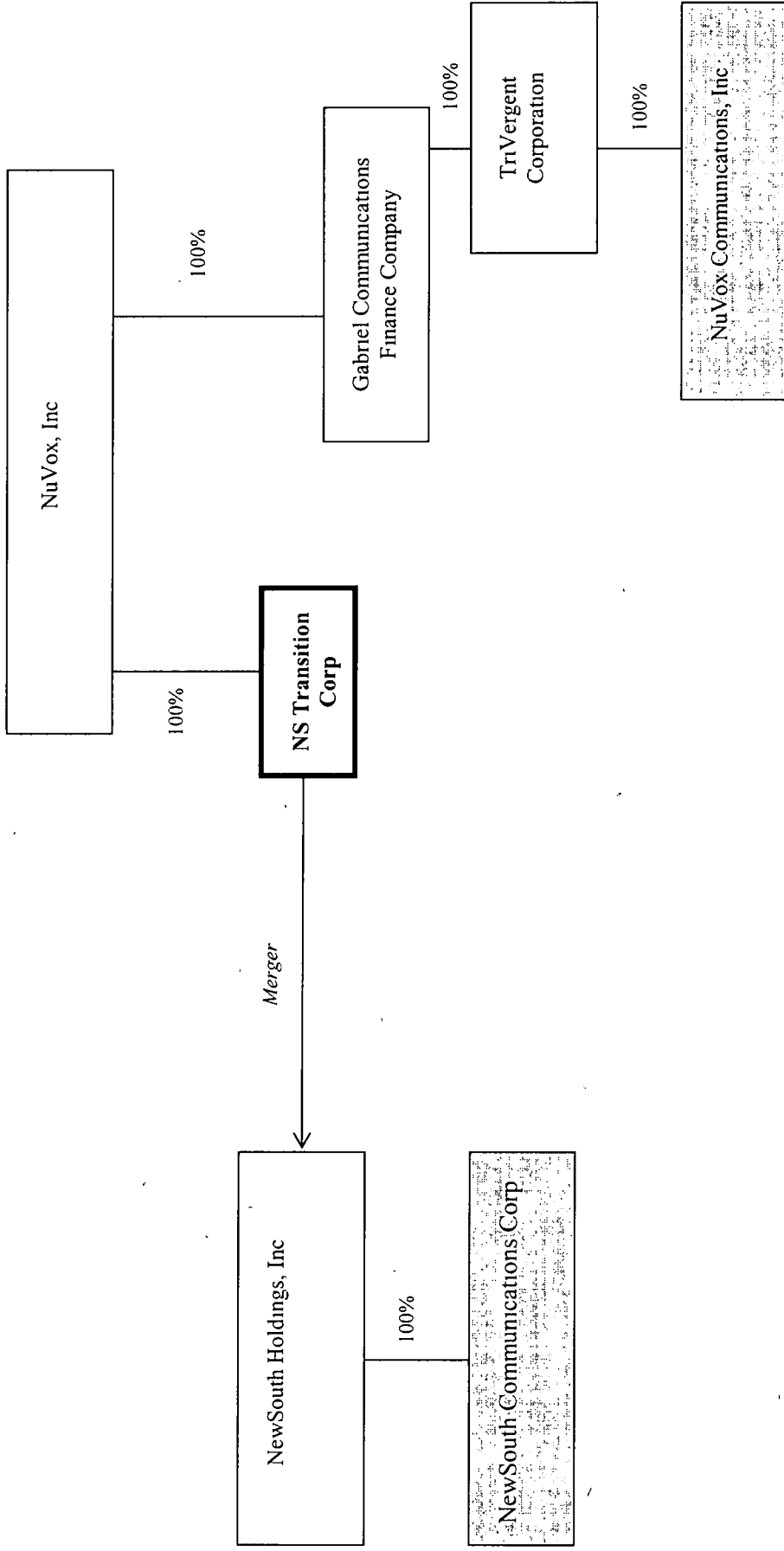
A handwritten signature in cursive script, appearing to read "Elizabeth S. [unclear]", is written over a horizontal line.
Notary Public

My Commission expires: 10/5/10

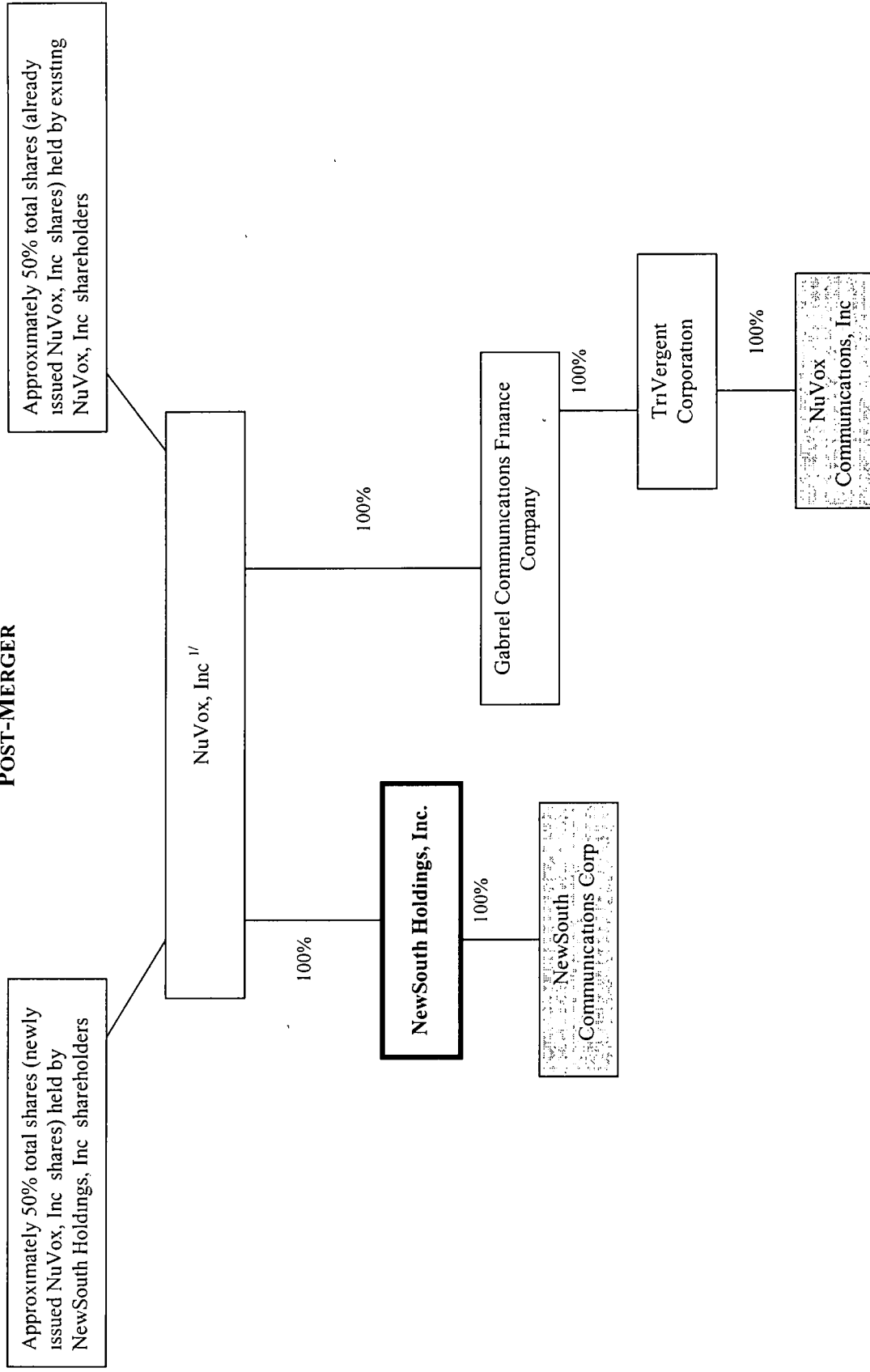
EXHIBIT A

ORGANIZATIONAL CHARTS

CORPORATE STRUCTURE PRE-MERGER



CORPORATE STRUCTURE POST-MERGER



^{1/} No shareholder or group of affiliated shareholders will hold 20% or more of the voting and equity interests of NuVox, Inc